

Company number: 10176070

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF
NSWE UK LIMITED

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the **2006 Act**), the directors of NSWE UK Limited (the **Company**) proposed that Resolution 1 (*Adoption of new Articles of Association*) be passed as a special resolution:

Resolution 1 – Adoption of new Articles of Association

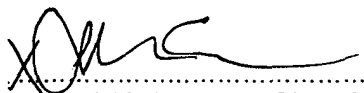
THAT:

With effect from the conclusion of the meeting the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

AGREEMENT OF ELIGIBLE MEMBERS*

The undersigned, being eligible members on 26 January 2021 (the **circulation date**), irrevocably agree to the resolutions set out above:

For and on behalf of **NSWE SCS**, its general partners and managers:



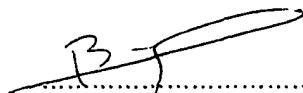
Aston Villa Investors GP LLC

in its capacity as general partner and manager of NSWE SCS

Name: Wesley Edens

Title: Director

Date: 23/02/21



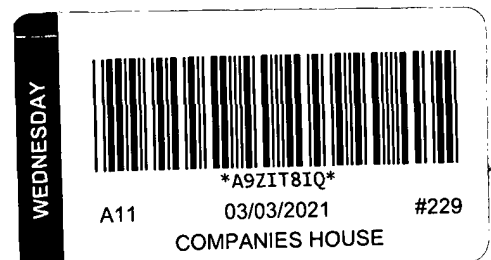
NNS UK GP S.à r.l

in its capacity as general partner and manager of NSWE SCS

Name: Bjorn Schuurmans

Title: Manager

Date: 29/01/2021



Eligible members must signify their agreement to the proposed resolutions as follows: (i) **by hand**, by delivering a signed copy to NSW UK Limited, FAO: Mrs Victoria Wilkes, Head of Legal, at Villa Park, Trinity Road, Birmingham, England, B6 6HE; (ii) **by post**, by sending a signed copy to NSW UK Limited, FAO: Mrs Victoria Wilkes, Head of Legal, at Villa Park, Trinity Road, Birmingham, England, B6 6HE; or (iii) **by e-mail**, by sending a scanned signed copy of the resolutions to Mrs Victoria Wilkes at victoria.wilkes@avfc.co.uk. Eligible members must signify their agreement to the proposed resolutions by the date 28 days after the circulation date. However, eligible members who do not agree with the proposed resolutions do not need to reply. Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the date 28 days after the circulation date.

***Note:** "Eligible members" are those members who are or would be entitled to vote on the above resolutions on the circulation date (i.e. the date on which copies of the resolutions are first sent or submitted to members).